

FCC 603

**FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control**

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Submitted 03/18/2004
at 10 48AM

File Number
0001661732

1) Application Purpose Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC

File Number

2b) File numbers of related pending applications currently on file with the FCC

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **Yes**

3b) If the answer to Item 3a is 'Yes' is this a notification of *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses? **No**

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc

9) The assignment of authorization or transfer of control of license is **Voluntary**

Licensee/Assignor Information

10) FCC Registration Number (FRN) **0003571981**

11) First Name (if individual)

MI

Last Name

Suffix

12) Entity Name (if not an individual) **Indiana Acquisition, L L C**

13) Attention To **Don A Adams**

14) P O Box

And / Or

15) Street Address **11400 SE 6th Street, Suite 100**

16) City **Bellevue**

17) State **WA**

18) Zip Code **98004**

19) Telephone Number **(425)519-3988**

20) FAX Number

21) E-Mail Address

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity	Hispanic or Latino	Not Hispanic or Latino			
Gender	Female	Male			

Transferor Information (for transfers of control only)

[23] FCC Registration Number (FRN) 0004122032					
[24] First Name (if individual)	MI	Last Name	Suffix		
[25] Entity Name (if not an individual) AT&T Wireless Services, Inc					
[26] P O Box	And / Or	[27] Street Address 1150 Connecticut Avenue, N.W , 4th Floor			
[28] City Washington		[29] State DC	[30] Zip Code 20036		
[31] Telephone Number (202)223-9222		[32] FAX Number (202)223-9095			
[33] E-Mail Address					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

[34] First Name David	MI	Last Name Jatlow	Suffix		
[35] Company Name AT&T Wireless Services, Inc					
[36] P O Box	And / Or	[37] Street Address 1150 Connecticut Avenue, N W , 4th Floor			
[38] City Washington		[39] State DC	[40] Zip Code 20036		
[41] Telephone Number (202)416-6540		[42] FAX Number (202)223-9095			
[43] E-Mail Address					

Assignee/Transferee Information

[44] The Assignee is a(n) Corporation					
[45] FCC Registration Number (FRN) 0005823844					
[46] First Name (if individual)	MI	Last Name	Suffix		
[47] Entity Name (if other than individual) Cingular Wireless Corporation					
[48] Name of Real Party in Interest			[49] TIN		
[50] Attention To Kellye E Abernathy					
[51] P O Box	And / Or	[52] Street Address 17330 Preston Road, Suite 100A			
[53] City Dallas		[54] State TX	[55] Zip Code 75252		
[56] Telephone Number (972)733-2092		[57] FAX Number (972)733-8141			
[58] E-Mail Address					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

[59] First Name David	MI G	Last Name Richards	Suffix		
[60] Company Name Cingular Wireless LLC					
[61] P O Box	And / Or	[62] Street Address 5565 Glenridge Connector, Suite 1700			
[63] City Atlanta		[64] State GA	[65] Zip Code 30342		
[66] Telephone Number (404)236-5543		[67] FAX Number (404)236-5575			
[68] E-Mail Address					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity	Hispanic or Latino	Not Hispanic or Latino			
Gender	Female	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rod 6293(1998)	
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith	
79) Typed or Printed Name of Party Authorized to Sign	
First Name Douglas	MI I Last Name Brandon Suffix
80) Title Vice President	
Signature Douglas I Brandon	81) Date 03/18/04

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd 6293 (1998)
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule *
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true complete correct, and made in good faith
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U S C § 862, because of a conviction for possession or distribution of a controlled substance See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules

82) Typed or Printed Name of Party Authorized to Sign

First Name Carol MI L Last Name Tacker Suffix

83) Title VP-Asst Gen Counsel & Corp Secretary

Signature Carol L Tacker

84) Date 03/18/04

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U S Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U S Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U S Code, Title 47, Section 503)

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPQY739	CW						Yes	

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets
------------------------------------	-----------------------	-----------------------	--------------

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment List

Attachment Type	Date	Description	Contents
Other	03/17/04	Exh 1: Desc of Transaction & Public Interest Statement	<u>0179168443796045616365854.pdf</u>

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of AT&T Wireless Services, Inc ("AWS") and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds substantial interests, to Cingular Wireless Corporation ("Cingular"). The parties have designated the application being filed concurrently for the transfer of control of AT&T Wireless PCS, LLC to Cingular as the lead application for the transaction (ULS File No 0001656065). All exhibits relevant to the transaction, including a waiver request where warranted, are contained in the lead application and are incorporated herein by reference.

FCC 603

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Submitted 03/17/2004
at 02:03PM

File Number:

1) Application Purpose. Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC

File Number:

2b) File numbers of related pending applications currently on file with the FCC

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **Yes**

3b) If the answer to Item 3a is 'Yes', is this a notification of *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses? **No**

4) For assignment of authorization only, is this a partition and/or disaggregation?

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is **Voluntary**

Licensee/Assignor Information

10) FCC Registration Number (FRN) **0004643623**

11) First Name (if individual)

MI

Last Name

Suffix

12) Entity Name (if not an individual) **Lone Star Wireless, L.L.C.**

13) Attention To **Don A. Adams**

14) P O Box

And / Or

15) Street Address **11400 SE 6th Street, Suite 100**

16) City **Bellevue**

17) State **WA**

18) Zip Code **98004**

19) Telephone Number **(425)519-3988**

20) FAX Number

21) E-Mail Address

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004122032		
24) First Name (if individual):	MI	Last Name: Suffix:
25) Entity Name (if not an individual): AT&T Wireless Services, Inc.		
26) P O Box.	And / Or	27) Street Address: 1150 Connecticut Avenue, N.W., 4th Floor
28) City Washington	29) State DC	30) Zip Code: 20036
31) Telephone Number (202)223-9222	32) FAX Number (202)223-9095	
33) E-Mail Address		

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: David	MI	Last Name: Jatlow	Suffix:
35) Company Name: AT&T Wireless Services, Inc.			
36) P O Box	And / Or	37) Street Address 1150 Connecticut Avenue, N.W., 4th Floor	
38) City Washington	39) State DC	40) Zip Code: 20036	
41) Telephone Number (202)416-6540	42) FAX Number (202)223-9095		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n) Corporation			
45) FCC Registration Number (FRN) 0005823844			
46) First Name (if individual)	MI	Last Name	Suffix
47) Entity Name (if other than individual) Cingular Wireless Corporation			
48) Name of Real Party in Interest.			49) TIN
50) Attention To Kellye E. Abernathy			
51) P O. Box	And / Or	52) Street Address 17330 Preston Road, Suite 100A	
53) City Dallas	54) State TX	55) Zip Code 75252	
56) Telephone Number (972)733-2092	57) FAX Number (972)733-8141		
58) E-Mail Address			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name David	MI G	Last Name Richards	Suffix:
60) Company Name Cingular Wireless LLC			
61) P O. Box	And / Or	62) Street Address 5565 Glenridge Connector, Suite 1700	
63) City Atlanta	64) State GA	65) Zip Code 30342	
66) Telephone Number (404)236-5543	67) FAX Number (404)236-5575		
68) E-Mail Address			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female.	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures *for pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998)

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name Douglas	MI I	Last Name Brandon	Suffix
---------------------------	-------------	--------------------------	--------

80) Title **Vice President**

Signature **Douglas I Brandon**

81) Date. **03/17/04**

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures *for pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998)

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification

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82) Typed or Printed Name of Party Authorized to Sign

First Name: Carol	MI. L	Last Name: Tacker	Suffix:
83) Title: VP-Asst. Gen. Counsel & Corp. Secretary			
Signature: Carol L Tacker		84) Date: 03/17/04	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPOJ700	CW						Yes	
WPOJ701	CW						Yes	

**FCC Form 603
Schedule A**

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

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Refer to applicable auction rules for method to determine required gross revenues and total assets information

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Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

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Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
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EXHIBIT 1
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PUBLIC INTEREST STATEMENT

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FCC 603

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

Submitted 03/18/2004
at 10:52AM

File Number:
0001661741

1) Application Purpose. **Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC

File Number

2b) File numbers of related pending applications currently on file with the FCC

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5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc

9) The assignment of authorization or transfer of control of license is **Voluntary**

Licensee/Assignor Information

10) FCC Registration Number (FRN) **0004884391**

11) First Name (if individual)

MI

Last Name

Suffix

12) Entity Name (if not an individual). **Panther Wireless, L.L.C.**

13) Attention To **Don A. Adams**

14) P O Box

And / Or

15) Street Address. **11400 SE 6th Street, Suite 100**

16) City **Bellevue**

17) State **WA**

18) Zip Code **98004**

19) Telephone Number **(425)519-3988**

20) FAX Number

21) E-Mail Address

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native.	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander:	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0004122032			
24) First Name (if individual)	MI	Last Name	Suffix
25) Entity Name (if not an individual): AT&T Wireless Services, Inc.			
26) P O Box	And / Or	27) Street Address 1150 Connecticut Avenue, N.W., 4th Floor	
28) City Washington	29) State DC	30) Zip Code 20036	
31) Telephone Number (202)223-9222		32) FAX Number (202)223-9095	
33) E-Mail Address			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name David	MI	Last Name Jatlow	Suffix
35) Company Name AT&T Wireless Services, Inc.			
36) P O Box	And / Or	37) Street Address 1150 Connecticut Avenue, N.W., 4th Floor	
38) City Washington	39) State DC	40) Zip Code 20036	
41) Telephone Number (202)416-6540		42) FAX Number (202)223-9095	
43) E-Mail Address			

Assignee/Transferee Information

44) The Assignee is a(n) Corporation			
45) FCC Registration Number (FRN): 0005823844			
46) First Name (if individual)	MI	Last Name	Suffix
47) Entity Name (if other than individual) Cingular Wireless Corporation			
48) Name of Real Party in Interest			49) TIN
50) Attention To Kellye E. Abernathy			
51) P O Box	And / Or	52) Street Address 17330 Preston Road, Suite 100A	
53) City Dallas	54) State TX	55) Zip Code 75252	
56) Telephone Number (972)733-2092		57) FAX Number (972)733-8141	
58) E-Mail Address			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name David	MI G	Last Name Richards	Suffix.
60) Company Name Cingular Wireless LLC			
61) P O Box	And / Or	62) Street Address 5565 Glenridge Connector, Suite 1700	
63) City Atlanta	64) State GA	65) Zip Code 30342	
66) Telephone Number (404)236-5543		67) FAX Number (404)236-5575	
68) E-Mail Address			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino.	Not Hispanic or Latino			
Gender:	Female	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd 6293(1998)			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Douglas	MI I	Last Name: Brandon	Suffix
80) Title Vice President			
Signature: Douglas I Brandon		81) Date 03/18/04	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name Carol	MI L	Last Name Tacker	Suffix
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83) Title VP-Asst. Gen. Counsel & Corp. Secretary

Signature Carol L Tacker

84) Date 03/18/04

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNLG251	CW						Yes	
KNLG846	CW						Yes	

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets
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3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction See applicable FCC rules

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

Attachment List

Attachment Type	Date	Description	Contents
Other	03/17/04	Exh 1: Desc. of Transaction & Public Interest Statement	<u>0179168504332896247438896.pdf</u>

EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of AT&T Wireless Services, Inc. ("AWS") and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds substantial interests, to Cingular Wireless Corporation ("Cingular"). The parties have designated the application being filed concurrently for the transfer of control of AT&T Wireless PCS, LLC to Cingular as the lead application for the transaction (ULS File No. 0001656065). All exhibits relevant to the transaction, including a waiver request where warranted, are contained in the lead application and are incorporated herein by reference.

